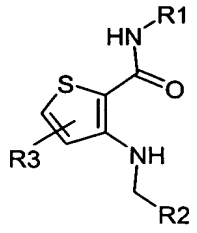
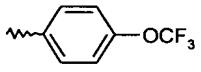
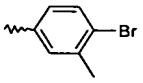
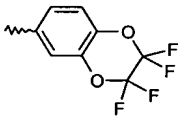
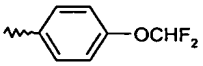
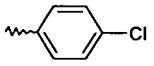
WHAT IS CLAIMED IS:

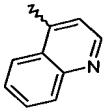
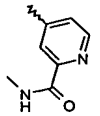
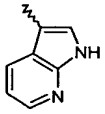
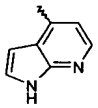
1. A compound represented by Formula (I):



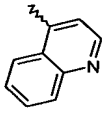
(I)

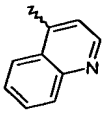
or a pharmaceutically acceptable salt or N-oxide thereof, wherein

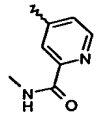
R1 is  ,  ,  ,  or  ;

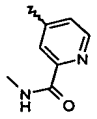
R2 is  ,  ,  , or  ; and

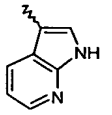
R3 is C_{0-4}alkyl.

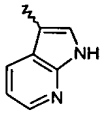
2. The compound according to claim 1, or a pharmaceutically acceptable salt or N-oxide thereof, wherein R2 is  .

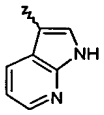
3. The compound according to claim 1, or a pharmaceutically acceptable salt or N-oxide thereof, wherein R2 is  ; and R3 is hydrogen.

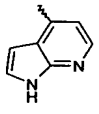
4. The compound according to claim 1, or a pharmaceutically acceptable salt or N-oxide thereof, wherein R2 is  .

5. The compound according to claim 1, or a pharmaceutically acceptable salt or N-oxide thereof, wherein R2 is  ; and R3 is hydrogen.

6. The compound according to claim 1, or a pharmaceutically acceptable salt or N-oxide thereof, wherein R2 is  .

7. The compound according to claim 1, or a pharmaceutically acceptable salt or N-oxide thereof, wherein R2 is  ; and R3 is C_{0-4}alkyl.

8. The compound according to claim 1, or a pharmaceutically acceptable salt or N-oxide thereof, wherein R2 is  ; and R3 is hydrogen.

9. The compound according to claim 1, or a pharmaceutically acceptable salt or N-oxide thereof, wherein R2 is  ; and R3 is C_{0-4}alkyl.

10. A composition comprising a compound according to claim 1, or a pharmaceutically acceptable salt or N-oxide thereof, and a pharmaceutically acceptable carrier.

11. A composition comprising a compound according to claim 1, or a pharmaceutically acceptable salt or N-oxide thereof; and
an anti-neoplastic, anti-tumor, anti-angiogenic, or chemotherapeutic agent.

12. A composition comprising a compound according to claim 1, or a pharmaceutically acceptable salt or N-oxide thereof, and a cytotoxic cancer therapeutic agent.

13. A composition comprising a compound according to claim 1, or a pharmaceutically acceptable salt or N-oxide thereof, and an angiogenesis inhibiting cancer therapeutic agent.

14. A compound consisting of
N-(4-trifluoromethoxyphenyl) 3-[(quinolin-4-ylmethyl)amino]thiophene-2-carboxamide;
N-(4-bromo-3-methylphenyl) 3-[(quinolin-4-ylmethyl)amino]thiophene-2-carboxamide;
N-(2,2,3,3-tetrafluorobenzodioxan-6-yl) 3-[(quinolin-4-ylmethyl)amino]thiophene-2-carboxamide;
N-(4-chlorophenyl) 3-[(quinolin-4-ylmethyl)amino]thiophene-2-carboxamide;
4-{[2-(4-bromo-3-methylphenylcarbamoyl)thiophen-3-ylamino]methyl}pyridine-2-carboxylic acid methylamide;
4-{[2-(2,2,3,3-tetrafluorobenzodioxan-6-ylcarbamoyl)thiophen-3-ylamino]methyl}pyridine-2-carboxylic acid methylamide;
4-{[2-(4-chlorophenylcarbamoyl)thiophen-3-ylamino]methyl}pyridine-2-carboxylic acid methylamide;
N-(4-chlorophenyl) 3-[(1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)amino]thiophene-2-carboxamide;
N-(4-bromo-3-methylphenyl) 3-[(1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)amino]thiophene-2-carboxamide;
N-(2,2,3,3-tetrafluorobenzodioxan-6-yl) 3-[(1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)amino]thiophene-2-carboxamide;
N-{[2-(4-trifluoromethoxyphenylcarbamoyl)thiophen-3-ylamino]methyl}pyridine-2-carboxylic acid methylamide;
N-(4-Trifluoromethoxy)phenyl-3-[(1*H*-pyrrolo[2,3-*b*]pyridin-4-ylmethyl)amino]thiophene-2-carboxamide;
N-(4-chlorophenyl)-3-[(1*H*-pyrrolo[2,3-*b*]pyridin-4-ylmethyl)amino]thiophene-2-carboxamide;

3-[(1*H*-pyrrolo[2,3-*b*]pyridin-4-ylmethyl)amino]-*N*-(2,2,3,3-tetrafluoro-2,3-dihydro-1,4-benzodioxin-6-yl)thiophene-2-carboxamide;
4-Methyl-*N*-(4-trifluoromethoxyphenyl)phenyl-3-[(quinolin-4-ylmethyl)amino]thiophene-2-carboxamide;
N-(4-chlorophenyl)-4-methyl-3-[(quinolin-4-ylmethyl)amino]thiophene-2-carboxamide;
N-(4-bromo-3-methylphenyl)-4-methyl-3-[(quinolin-4-ylmethyl)amino]thiophene-2-carboxamide;
4-Methyl-3-[(quinolin-4-ylmethyl)amino]-*N*-(2,2,3,3-tetrafluoro-2,3-dihydro-1,4-benzodioxin-6-yl)thiophene-2-carboxamide;
3-{[(1-oxidoquinolin-4-yl)methyl]amino}-*N*-[4-(trifluoromethoxy)phenyl]thiophene-2-carboxamide
or a pharmaceutically acceptable salt, or *N*-oxide, thereof.

15. A method of treatment of hyperproliferative disorder comprising a step of administering an effective amount of the compound according to claim 1.

16. The method of claim 15, further comprising the step of administering an anti-neoplastic, anti-tumor, anti-angiogenic, or chemotherapeutic agent.

17. The method of claim 15 wherein the hyperproliferative disorder is breast cancer, head cancer, or neck cancer.

18. The method of claim 15 wherein the hyperproliferative disorder is gastrointestinal cancer.

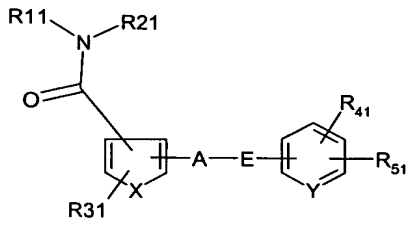
19. The method of claim 15 wherein the hyperproliferative disorder is leukemia.

20. The method of claim 15 wherein the hyperproliferative disorder is ovarian, bronchial, lung, or pancreatic cancer.

21. The method of claim 15 wherein the hyperproliferative disorder is sinonasal natural killer/T-cell lymphoma, testicular cancer (seminoma), thyroid

carcinoma, malignant melanoma, adenoid cystic carcinoma, angiosarcoma, anaplastic large cell lymphoma, endometrial carcinoma, or prostate carcinoma.

22. A method of treatment of hyperproliferative disorders comprising a step of administering an effective amount of a compound represented by Formula II, or a pharmaceutically acceptable salt thereof:



(II)

wherein:

R11 is aryl, C_{3-6}cycloalkyl or heterocyclyl, each of which optionally is substituted with 1-6 independent halogen; hydroxy; nitro; amino; acyl; substituted acyl; acylC_{1-6}alkylsulfinyl; acylC_{1-6}alkylsulfonyl; acyloxy; C_{1-6}alkylaminoC_{1-6}alkyl carbamoyloxy; aryl; cyano; heterocyclyl; C_{2-6}alkenyl optionally substituted with acyl, substituted acyl, aryl or acyl-substituted aryl; C_{2-6}alkynyl optionally substituted with amino, acylamino or substituted acylamino; C_{1-6}alkyl optionally substituted with halogen, amino, C_{1-6}alkylamino, acylamino, substituted acylamino, hydroxy, acyloxy, acylC_{1-6}alkanoyloxy, acyl, substituted acyl, acylC_{1-6}alkoxyimino, aryl or acyl substituted aryl; C_{1-6}alkylthio optionally substituted with acyl or substituted acyl; alkoxy optionally substituted with aryl, substituted aryl, hydroxy, acyloxy, amino, lower alkylamino, protected amino, heterocyclyl, acyl substituted pyridyl, substituted acyl substituted pyridyl, halogen, acylC_{1-6}alkylamino, N-protected acylC_{1-6}alkylamino, N-acylC_{1-6}alkyl-N-lower alkylamino, acyl, substituted acyl, acylamino, substituted acylamino, C_{1-6}alkylhydrazinocarbonylamino, hydroxyimino, acylC_{1-6}alkoxyimino, substituted acylC_{1-6}alkoxyimino, acylC_{1-6}alkoxy, guanidino or N-protected guanidino; or C_{2-6}alkenyloxy optionally substituted with acyl or substituted acyl substituents;

R21 is hydrogen; lower alkyl optionally substituted with hydroxy, aryl or acyl; or cyclo(lower)alkyl;

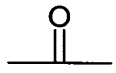
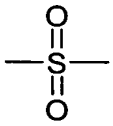
R31 is hydrogen; halogen; hydroxy; acyloxy; substituted acyloxy; C_{1-6}alkyl optionally substituted with hydroxy or C_{1-6}alkoxy; C_{1-6}alkoxy optionally substituted

with aryl, amino, protected amino, acyl, hydroxy, cyano or C_{1-6}alkylthio; nitro; amino; acyl; substituted acyl; or C_{3-6}acycloalkyloxy;

R_{41} is hydroxy; halogen; nitro; amino; protected amino; C_{1-6}alkylamino; acyloxy; aminoC_{1-6}alkylamino; N-protected aminoC_{1-6}alkylamino; C_{1-6}alkoxy optionally substituted with hydroxy, aryl, substituted aryl, acyl, substituted acyl, amino, C_{1-6}alkylamino, acylamino, substituted acylamino, protected amino, heterocyclyl or guanidino; C_{1-6}alkylthio optionally substituted with acyl, substituted acyl, amino, C_{1-6}alkylamino, acylamino, substituted acylamino, protected amino, heterocyclyl, hydroxy, C_{1-6}alkylsulfonyloxy, arylsulfonyloxy, arC_{1-6}alkoxy or substituted arC_{1-6}alkoxy; C_{1-6}alkyl substituted with acyl, substituted acyl, amino, lower alkylamino, acylamino, substituted acylamino, protected amino, heterocyclyl, hydroxy, C_{1-6}alkylsulfonyloxy or arylsulfonyloxy; C_{2-6}alkenyl optionally substituted with acyl; C_{2-6}alkynyl optionally substituted with hydroxy, amino, protected amino, C_{1-6}alkylsulfonyloxy or arylsulfonyloxy; aminoC_{1-6}alkylsulfonyl; N-protected aminoC_{1-6}alkylsulfonyl; C_{1-6}alkylaminosulfonyl; heterocyclylsulfonyl; aminoC_{1-6}alkylsulfinyl; N-protected aminoC_{1-6}alkylsulfinyl; piperidyloxy; or N-protected piperidyloxy;

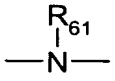
R_{51} is hydrogen, C_{1-6}alkyl, C_{1-6}alkoxy or halogen;

A is a single bond, O or NH;

E is C_{1-6}alkylene, C_{2-6}alkenylene,  ,  ;

or E is a group of the formula –G-J- in which

G is C_{1-6}alkylene and

J is O or  , wherein R_{61} is hydrogen or N-protective group;

X is –CH=CH-, -C=N- or S; and

Y is CH or N.

23. The method of claim 22, wherein X is S

24. The method of claim 22, wherein X is S; and R11 is optionally substituted heterocyclyl.

25. The method of claim 22, wherein X is S; and Y is N.

26. The method of claim 22, further comprising the step of administering an anti-neoplastic, anti-tumor, anti-angiogenic, or chemotherapeutic agent.

27. The method of claim 22 wherein the hyperproliferative disorder is breast cancer, head cancer, or neck cancer.

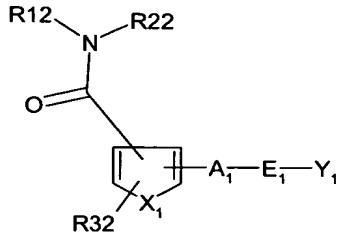
28. The method of claim 22 wherein the hyperproliferative disorder is gastrointestinal cancer.

29. The method of claim 22 wherein the hyperproliferative disorder is leukemia.

30. The method of claim 22 wherein the hyperproliferative disorder is ovarian, bronchial, lung, or pancreatic cancer.

31. The method of claim 22 wherein the hyperproliferative disorder is sinonasal natural killer/T-cell lymphoma, testicular cancer (seminoma), thyroid carcinoma, malignant melanoma, adenoid cystic carcinoma, angiosarcoma, anaplastic large cell lymphoma, endometrial carcinoma, or prostate carcinoma.

32. A method of treatment of hyperproliferative disorders comprising a step of administering an effective amount of a compound represented by Formula III:



(III)

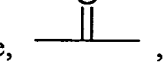
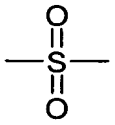
wherein:

R12 is aryl, C_{3-6}cycloalkyl or heterocyclyl, each of which optionally is substituted with 1-6 independent halogen; hydroxy; nitro; protected amino, amino; acyl; substituted acyl; acylC_{1-6}alkylsulfinyl; acylC_{1-6}alkylsulfonyl; acyloxy; C_{1-6}alkylaminoC_{1-6}alkyl carbamoyloxy; aryl; cyano; heterocyclyl; C_{2-6}alkenyl optionally substituted with acyl, substituted acyl, aryl or acyl-substituted aryl; C_{2-6}alkynyl optionally substituted with amino, acylamino or substituted acylamino; C_{1-6}alkyl optionally substituted with halogen, amino, C_{1-6}alkylamino, acylamino, substituted acylamino, hydroxy, acyloxy, acylC_{1-6}alkanoyloxy, acyl, substituted acyl, acylC_{1-6}alkoxyimino, aryl or acyl substituted aryl; C_{1-6}alkylthio optionally substituted with acyl or substituted acyl; alkoxy optionally substituted with aryl, substituted aryl, hydroxy, acyloxy, amino, lower alkylamino, protected amino, heterocyclyl, acyl substituted pyridyl, substituted acyl substituted pyridyl, halogen, acylC_{1-6}alkylamino, N-protected acylC_{1-6}alkylamino, N-acylC_{1-6}alkyl-N-lower alkylamino, acyl, substituted acyl, acylamino, substituted acylamino, C_{1-6}alkylhydrazinocarbonylamino, hydroxyimino, acylC_{1-6}alkoxyimino, substituted acylC_{1-6}alkoxyimino, acylC_{1-6}alkoxy, guanidino or N-protected guanidino; or C_{2-6}alkenyloxy optionally substituted with acyl or substituted acyl substituents;

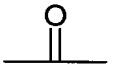
R22 is hydrogen; C_{1-6}alkyl optionally substituted with hydroxy, aryl or acyl; or C_{3-6}cycloalkyl;

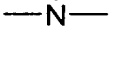
R32 is hydrogen; halogen; hydroxy; acyloxy; substituted acyloxy; C_{1-6}alkyl optionally substituted with hydroxy or C_{1-6}alkoxy; C_{1-6}alkoxy optionally substituted with aryl, amino, protected amino, acyl, hydroxy, cyano or C_{1-6}alkylthio; nitro; amino; acyl; substituted acyl; or C_{3-6}cycloalkyloxy;

A_1 is a single bond, O, or NH;

E_1 is C_{1-6}alkylene, C_{2-6}alkenylene,  ,  ;

or E_1 is a group of the formula –G1-J1- in which

G1 is C_{1-6}alkylene or  and

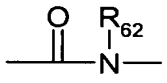
J1 is O or  , wherein R_{62} is hydrogen or N-protective group;

X_1 is –CH=CH-, -C=N- or S; and

Y_1 is aryl optionally substituted with 1-6 independent acyl, protected aminoC_{1-6}alkanoyl, protected amino and nitro, amino and nitro or diamino substituents; or Y1 is a condensed heterocyclyl optionally substituted with 1-6 halogen, acyl, C_{1-6}alkoxy, hydroxy, guanidino, mercapto, acylamino, amino, heterocyclyl, cyanoamino, aminoC_{1-6}alkyl(C_{1-6}alkyl)amino, C_{1-6}alkylamino, C_{1-6}alkylamino(C_{1-6}alkylamino), substituted heterocyclyl, C_{1-6}alkylhydrazino, aryloxy, C_{1-6}alkylthio, aryl, protected amino, N-protected C_{1-6}alkylamino(C_{1-6}alkyl)amino, N-protected aminoC_{1-6}alkyl(N'-C_{1-6}alkyl)amino, aminoC_{1-6}alkyl(N-C_{1-6}alkyl)amino, C_{1-6}alkylamino(C_{1-6}alkyl)(N-C_{1-6}alkyl)amino, or C_{1-6}alkoxy(C_{1-6}alkyl)amino substituents, or a C_{1-6}alkyl substituent further optionally substituted with aryl, arC_{1-6}alkoxy, cyano, hydroxyimino, mercapto, C_{1-6}alkylamino, acyloxy, halogen, C_{1-6}alkoxy, protected hydroxy, hydroxy, C_{1-6}alkoxyaryl, protected amino, amino, heterocyclyl, or substituted heterocyclyl sub-substituents;

provided that when Y_1 is phenyl optionally substituted with C_{1-6}alkyl or acyl, then

A_1 is a single bond, and

E_1 is 

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33. The method of claim 32, wherein X_1 is S.

34. The method of claim 32, further comprising the step of administering an anti-neoplastic, anti-tumor, anti-angiogenic, or chemotherapeutic agent.

35. The method of claim 32 wherein the hyperproliferative disorder is breast cancer, head cancer, or neck cancer.

36. The method of claim 32 wherein the hyperproliferative disorder is gastrointestinal cancer.

37. The method of claim 32 wherein the hyperproliferative disorder is leukemia.

38. The method of claim 32 wherein the hyperproliferative disorder is ovarian, bronchial, lung, or pancreatic cancer.

39. The method of claim 32 wherein the hyperproliferative disorder is sinonasal natural killer/T-cell lymphoma, testicular cancer (seminoma), thyroid carcinoma, malignant melanoma, adenoid cystic carcinoma, angiosarcoma, anaplastic large cell lymphoma, endometrial carcinoma, or prostate carcinoma.